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STANTON, S.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DATE FILED: 1/7/08

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VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC,

Plaintiffs,

v.

YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE INC.,

Defendants.

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ECF Case

1:07-cv-02103 (LLS)(FM)

**STIPULATION AND ORDER SUBSTITUTING ATTORNEYS**

The undersigned hereby stipulate and consent to the substitution of the law firm of Mayer Brown LLP, by and through its attorneys, Richard Ben-Veniste, Andrew H. Schapiro, and A. John P. Mancini, as attorneys of record for Defendants YouTube, Inc., YouTube, LLC, and Google Inc. in the above-captioned action in place and instead of the law firm of Bartlit Beck Herman Palenchar & Scott LLP, and its attorneys, Philip S. Beck, Mark S. Ouweleen, Rebecca Weinstein Bacon, Shayna S. Cook, Carrie A. Jablonski and Alison G. Wheeler.

Dated: December 21, 2007

BARTLIT BECK HERMAN PALENCHAR & SCOTT, LLP

By: ____________________
Philip S. Beck
Mark S. Ouweleen
Rebecca Weinstein Bacon
Shayna S. Cook
Carrie A. Jablonski
Alison G. Wheeler

Courthouse Place
54 West Hubbard Street
Chicago, IL 60610

MAYER BROWN LLP

By: ___________________________
Richard Ben-Veniste
Andrew H. Schapiro
A. John P. Mancini

1675 Broadway
New York, NY 10019

**SO ORDERED:**

___________________________
**U.S.D.J.**

1/7/08

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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| VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC, | : | ECF Case |
| Plaintiffs, | : | 1:07-cv-02103 (LLS)(FM) |
| v. | : | |
| YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE INC., | : | **CONSENT TO CHANGE ATTORNEYS** |
| Defendants. | : | |

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It is hereby consented that the law firm of Mayer Brown LLP, by and through its attorneys, Richard Ben-Veniste, Andrew H. Schapiro, and A. John P. Mancini, be substituted as attorneys of record for Defendants YouTube, Inc., YouTube, LLC, and Google Inc., in the above-captioned action in place and instead of the law firm of Bartlit Beck Herman Palenchar & Scott LLP, and its attorneys, Philip S. Beck, Mark S. Ouweleen, Rebecca Weinstein Bacon, Shayna S. Cook, Carrie A. Jablonski and Alison G. Wheeler.

Dated: December 20, 2007

YOUTUBE, INC.

By: Zahavah Levine
Zahavah Levine
Officer

Sworn to before me this
20 day of December, 2007.

[signature]
Notary Public

RACHEL ANDERS CLAFLIN
COMM. # 1728505
NOTARY PUBLIC - CALIFORNIA
SAN MATEO COUNTY
MY COMM. EXP. MAR. 3, 2011

YOUTUBE, LLC

By: Zahavah Levine
Zahavah Levine
Officer

Sworn to before me this
20 day of December, 2007.

Notary Public

RACHEL ANDERS CLAFLIN
COMM. # 1728505
NOTARY PUBLIC - CALIFORNIA
SAN MATEO COUNTY
MY COMM. EXP. MAR. 3, 2011

GOOGLE INC.

By:
MICHAEL S. KWUN
MANAGING COUNSEL, LITIGATION

Sworn to before me this
20 day of December, 2007.

Notary Public

RACHEL ANDERS CLAFLIN
COMM. # 1728505
NOTARY PUBLIC - CALIFORNIA
SAN MATEO COUNTY
MY COMM. EXP. MAR. 3, 2011

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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|---|---|---|
| VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC, | : | ECF Case |
| Plaintiffs, | : | 1:07-cv-02103 (LLS)(FM) |
| v. | : | |
| YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE INC., | : | **DECLARATION** |
| Defendants. | : | |

I, Mark S. Ouweleen, declare under penalty of perjury, that the following is true and correct:

1. I am a member in good standing of the Bar of the State of Illinois and am a member of the law firm of Barlit Beck Herman Palenchar & Scott LLP which is currently counsel of record for Defendants YouTube, Inc., YouTube, LLC, and Google Inc. in the above-captioned action.

2. I was admitted to this Court Pro Hac Vice on May 9, 2007.

3. I submit this declaration in support of the Stipulation and Order Substituting Attorneys to substitute the law firm of Mayer Brown LLP and its attorneys, Richard Ben-Veniste, Andrew H. Schapiro, and A. John P. Mancini, as the attorneys of record for Defendants in this action in place and instead of its current counsel.

4. This substitution should cause no delay in the proceedings of this case.

5. Defendants YouTube, Inc., YouTube, LLC, and Google Inc. have consented to the substitution of attorneys, as evidenced in the Consent to Change Attorney form accompanying

this Declaration.

6. Bartlit Beck Herman Palenchar & Scott LLP and Mayer Brown LLP have both executed the Stipulation and Order Substituting Attorney accompanying this Declaration.

WHEREFORE, it is respectfully requested that the Stipulation and Order Substituting Attorneys be granted.

Dated: December 21, 2007

Mark S. Ouweleen